

# **EXHIBIT 2**



Sandell Asset Management  
Attention: Rick Gashler  
40 West 57th Street  
New York, NY 10019

**Invoice**

340 Madison Avenue  
New York, NY 10173-1922  
212.547.5400

Client: 075266  
Invoice: 1804336  
Invoice Date: 11/08/2007

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**Remittance Copy**  
**Billing for services rendered through 10/31/2007**

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0022 Charys Default Litigation

|   |                     |
|---|---------------------|
| Total Services  | \$ 10,175.00        |
| Total Costs and Other Charges Posted Through Billing Period | 397.90              |
| <b>Total This Invoice</b>                                   | <b>\$ 10,572.90</b> |

McDermott Will & Emery LLP is a cash basis partnership with a December 31<sup>st</sup> year-end. Consequently, receipt of your payment for this statement before year-end would be appreciated.

To avoid possible delays in the mail, we would appreciate your wire transferring the funds using the following information (include your client, matter, and statement numbers). If you prefer, you can mail payment to your local office.

**Wire Transfer Information:**  
McDermott Will & Emery LLP  
MWE Master Account  
Citibank, N.A.  
ABA #: [REDACTED]  
Account #: [REDACTED]

**Mail Payment To:**  
McDermott Will & Emery LLP Lockbox – New York  
P.O. Box 7247-6755  
Philadelphia, PA 19170-6755

Tax Identification #: [REDACTED]  
Terms: Payable Upon Receipt

U.S. practice conducted through McDermott Will & Emery LLP.

Boston Brussels Chicago Düsseldorf London Los Angeles Miami Munich New York Orange County Rome San Diego Silicon Valley Washington, D.C.

Strategic alliance with MWE China Law Offices (Shanghai)

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Will & Emery**

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# McDermott Will & Emery

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11/08/2007

Invoice: 1804336  
Client: 075266

Sandell Asset Management  
Attention: Rick Gashler  
40 West 57th Street  
New York, NY 10019

For Services Rendered in Connection with:

Matter: 0022 Charys Default Litigation

| Date     | Name            | Hours | Description   |
|----------|-----------------|-------|---|
| 10/18/07 | S. Selbst       | 0.25  | Discuss debt collection strategies with S. Older.   |
| 10/19/07 | S. Selbst       | 0.50  | Conference call with S. Older and client; review Charys public filings and discuss with S. Older.     |
| 10/19/07 | A. Plimpton     | 1.50  | Telephone conference with S. Older; research [REDACTED] forward articles.                             |
| 10/19/07 | S. Older        | 1.25  | Calls with M. Pliskin, Gottbetter and their counsel; review group issues.                             |
| 10/19/07 | A. Reed         | 1.00  | Research on what [REDACTED]   |
| 10/19/07 | A. Kratenstein  | 0.25  | Conferences with S. Older and M. Huttenlocher regarding possible lawsuit against Charys Holding PIPE. |
| 10/22/07 | S. Selbst       | 0.50  | Discuss litigation alternatives with S. Older; review existing documentation regarding [REDACTED]     |
| 10/22/07 | A. Kratenstein  | 0.25  | Conferences with S. Older and M. Huttenlocher regarding possible suit against Charys.                 |
| 10/23/07 | M. Huttenlocher | 0.75  | Drafting litigation hold memo. Reviewing transaction documents.                                       |
| 10/23/07 | S. Older        | 0.75  | Meeting with M. Huttenlocher and A. Kratenstein; describe deal.                                       |
| 10/23/07 | A. Kratenstein  | 0.25  | Conferences with S. Older and M. Huttenlocher regarding complaint.                                    |
| 10/24/07 | M. Huttenlocher | 2.25  | Reviewing transaction documents. Drafting complaint.  |
| 10/24/07 | A. Kratenstein  | 0.25  | Revision of document preservation notice and email regarding same.                                    |
| 10/25/07 | M. Huttenlocher | 2.00  | Drafting complaint.   |
| 10/26/07 | M. Huttenlocher | 3.25  | Drafting and editing the complaint for the Charys   |

**McDermott  
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Sandell Asset Management

Client: 075266  
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| Date     | Name           | Hours | Description  |
|----------|----------------|-------|--|
|          |                |       | litigation.  |
| 10/26/07 | S. Older       | 0.75  | Review and comment on complaint  |
| 10/26/07 | A. Kratenstein | 1.75  | Revision of complaint and conferences with M. Huttenlocher regarding same.         |
| 10/30/07 | S. Selbst      | 0.25  | Discuss [REDACTED] with S. Older regarding [REDACTED]                              |
| 10/31/07 | A. Kratenstein | 1.00  | Revision of complaint and conferences with S. Older and M. Pliskin regarding same. |

**Total Hours 18.75 Total For Services \$10,175.00**

**Costs and Other Charges**

| Description            | Amount |
|------------------------|--------|
| Administrative Support | 140.00 |
| Photocopy              | 240.40 |
| Word Processing        | 17.50  |

**Total Costs and Other Charges \$397.90**

**Total This Invoice \$10,572.90**

**McDermott  
Will & Emery**

Sandell Asset Management  
Invoice: 1804336

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11/08/07

**Invoice Totals**

| <b>Matter Name</b>             | <b>Hours</b> | <b>Fees</b> | <b>Costs and<br/>Other<br/>Charges</b> | <b>Retainer</b> | <b>Total</b> |
|--------------------------------|--------------|-------------|--|-----------------|--------------|
| 0022 Charys Default Litigation | 18.75        | 10,175.00   | 397.90                                 | 0.00            | 10,572.90    |